

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Tel: 212-373-3000
Fax: 212-757-3990
Paul M. Basta
Kelley A. Cornish
Lewis R. Clayton

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
:
-----X

**TWELFTH MONTHLY FEE STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTORS
FOR PERIOD FROM SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365), and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: November 16, 2018, *nunc pro tunc* to October 15, 2018

Period for which compensation and reimbursement is sought: September 1, 2019 through September 30, 2019

Monthly Fees Incurred: \$55,673.00

20% Holdback: \$11,134.60

Total Compensation Less 20% Holdback: \$44,538.40

Monthly Expenses Incurred: \$89,157.29

Total Fees and Expenses Due: \$133,695.69

This is a: X monthly interim final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),² Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) hereby submits this twelfth monthly fee statement (the “Twelfth Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as counsel to the Debtors, for the period from September 1, 2019 through September 30, 2019 (the “Twelfth Monthly Fee Period”). By this Twelfth Monthly Fee Statement, and after taking into account certain voluntary reductions, Paul, Weiss seeks payment in the amount of \$133,695.69, which comprises (i) \$44,538.40, representing eighty percent (80%) of the total amount of compensation sought for actual and

² Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

necessary services rendered during the Twelfth Monthly Fee Period, subject to certain voluntary reductions, and (ii) reimbursement of \$89,157.29, representing one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

Services Rendered and Expenses Incurred

1. Attached as Exhibit A is a summary of Paul, Weiss's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Twelfth Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Paul, Weiss's current billing rates, (iv) amount of fees earned by each Paul, Weiss professional, and (v) the year of bar admission for each attorney. The blended hourly billing rate of Paul, Weiss attorneys during the Twelfth Monthly Fee Period is approximately \$1,246.67. The blended hourly rate of staff attorneys, paralegals, and other non-legal staff during the Twelfth Monthly Fee Period is approximately \$392.01.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Twelfth Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Twelfth Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Paul, Weiss professionals for the Twelfth Monthly Fee Period and summary materials related thereto.

Notice and Objection Procedures

Notice of this Twelfth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and

Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) Paul E. Harner, Ballard Spahr LLP, the independent fee examiner, 1675 Broadway 19th Floor, New York, NY 10019 (email: harnerp@ballardspahr.com); (v) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (vi) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Twelfth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **November 15, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Twelfth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Twelfth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of Twelfth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: October 31, 2019
New York, New York

/s/ Paul M. Basta
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Tel: 212-373-3000
Fax: 212-757-3990
Paul M. Basta
Kelley A. Cornish
Lewis R. Clayton

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

Exhibit A

Compensation by Professional

**SUMMARY OF MONTHLY FEE STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP FOR
SERVICES RENDERED FOR THE PERIOD
FROM SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

Name of Professional Partners and Counsel	Title	Department	Year Admitted	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Kelley Cornish	Partner	Bankruptcy	1984	1,560	7.2	11,232.00
Paul Basta	Partner	Bankruptcy	1993	1,560	6.0	9,360.00
Lewis Clayton	Partner	Litigation	1979	1,560	4.6	7,176.00
Robert Britton	Partner	Bankruptcy	2008	1,165	4.4	5,126.00
Jonathan Hurwitz	Counsel	Litigation	1987	1,160	5.9	6,844.00
Total Partners and Counsel:					28.1	39,738.00

Name of Associates	Department	Year Admitted	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Jonathan Silberstein-Loeb	Litigation	2015	940	1.5	1,410.00
David Giller	Litigation	2015	940	2.8	2,632.00
Caitlin Toto	Bankruptcy	2019	640	5.1	3,264.00
Teresa Lii	Bankruptcy	2014	920	0.9	828.00
Total Associates:				10.3	8,134.00

Name of Staff Attorneys, Paralegals and Other Non-Legal Staff	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Madhuri Pavamani	490	2.8	1,372.00
Francine Murray	490	1.5	735.00
Joseph Monziona	365	15.6	5,694.00
Total Staff Attorneys, Paralegals and Other Non-Legal Staff:		19.9	7,801

PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,414.16	28.1	39,738.00
Associates	789.71	10.3	8,134.00
Staff Attorneys/Paralegals/ Non-Legal Staff	392.01	19.9	7,801.00
Blended Attorney Rate	1,246.67		
Total Fees Incurred		58.3	55,673.00

Exhibit B

Compensation by Task Code

**AGGREGATE TIME SUMMARY BY TASK CODE
FOR THE PERIOD SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

Project Category	Total Hours	Total Fees (\$)
Case Administration	18.4	9,234.00
Conflict Matters: Investigations & Discovery	4.3	2,107.00
Fee/Employment Applications (Paul, Weiss)	3.2	2,132.00
Fee/Employment Applications (Other)	0.3	192.00
Plan and Disclosure Statement	6.0	6,863.50
Litigation	20.9	28,099.00
Corporate Governance	5.2	7,045.50
TOTAL	58.3	55,673.00

Exhibit C

Expense Summary

**AGGREGATE ITEMIZED DISBURSEMENTS
FOR THE PERIOD SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

Expenses Category	Total Expenses (\$)
Professional Services	88,432.50
Court Costs & Litigation Expenses	257.00
Information Retrieval Services	452.79
Duplicating Expenses	15.00
TOTAL	89,157.29

Run Date & Time: 10/23/19 11:41:52

Worked thru: 09/30/19

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7438314

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

Total

0.00

UNBILLED DISBURSEMENTS DETAIL

Period	Cost Type/ Vendor / Description	Employee	Off	St	Date	Costs	Index	Voucher#	Fin Date
0919	QuisLex, Inc. Vendor: QuisLex, Inc. - Document review vendor for Sears review vendor (022429-00002) Inv#	Silberstein-Loeb, J S	01	B	07/01/19	88,432.50	56486835	1636493	09/23/19
	1114 Electronic Discovery Total :					88,432.50			
0919	CourtCall, LLC. CourtCall Cost	Lii, T L	01	B	08/26/19	257.00	56547331	1638844	10/02/19
	1201 Court Fees Total :					257.00			
0919	WESTLAW - ACCT# 15967903	Toto, C J	01	B	09/04/19	44.25	56552674		10/02/19
	1402 Westlaw Total :					44.25			
0919	DOCKETING RESEARCH-PACER	Conniff, D C	01	B	08/29/19	2.83	56426759		09/16/19
0919	DOCKETING RESEARCH-PACER	Conniff, D C	01	B	08/29/19	2.18	56426760		09/16/19
	1418 Docketing Retrieval Total :					5.01			
0919	CourtAlert.com, Inc. DOCKETING RESEARCH-COURTALERT	Conniff, D C	01	B	09/30/19	2.86	56572972	1639376	10/03/19
0919	CourtAlert.com, Inc. DOCKETING RESEARCH-COURTALERT	Conniff, D C	01	B	09/30/19	392.09	56572973	1639376	10/03/19
0919	CourtAlert.com, Inc. DOCKETING RESEARCH-COURTALERT	Conniff, D C	01	B	09/30/19	2.86	56572974	1639376	10/03/19
0919	CourtAlert.com, Inc. DOCKETING RESEARCH-COURTALERT	Conniff, D C	01	B	09/30/19	2.86	56572975	1639376	10/03/19
0919	CourtAlert.com, Inc. DOCKETING RESEARCH-COURTALERT	Conniff, D C	01	B	09/30/19	2.86	56572976	1639376	10/03/19
	1422 General Info Databases Total :					403.53			
0919	REPRODUCTION EXP	Arce, A A	01	B	09/09/19	0.20	56394256		09/12/19
0919	REPRODUCTION EXP	Arce, A A	01	B	09/09/19	8.30	56394257		09/12/19
0919	REPRODUCTION EXP	Arce, A A	01	B	09/09/19	0.50	56394258		09/12/19
0919	REPRODUCTION EXP	Arce, A A	01	B	09/11/19	0.10	56394259		09/12/19

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U N B I L L E D D I S B U R S E M E N T S D E T A I L									
Period	Cost	Type/ Vendor / Description	Employee	Off	St	Date	Costs	Index	Voucher# Fin Date
0919		Arce, A A		01	B	09/12/19	0.30	56445445	09/17/19
		REPRODUCTION EXP							
		1801 Reproduction Exp Total :					9.40		
0919		Arce, A A		01	B	09/09/19	5.40	56394254	09/12/19
		COLOR: 27							
0919		Arce, A A		01	B	09/11/19	0.20	56394255	09/12/19
		COLOR: 1							
		1805 Color Copies Total :					5.60		
		Matter Total :					89,157.29		

Exhibit D

Time Detail

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U N B I L L E D T I M E S U M M A R Y

Employee Name	Off	Dp	Position	Oldest Entry	Latest Entry	Hours
Cornish, Kelley A	NY	Bkcy	PARTNER	09/03/19	09/12/19	7.20
Basta, Paul M.	NY	Bkcy	PARTNER	09/04/19	09/11/19	6.00
Clayton, Lewis R	NY	Lit	PARTNER	09/04/19	09/14/19	4.60
Britton, Robert	NY	Bkcy	PARTNER	09/04/19	09/25/19	4.40
Hurwitz, Jonathan	NY	Lit	COUNSEL	09/04/19	09/24/19	5.90
Silberstein-Loeb, Jo	NY	Lit	ASSOCIATE	09/04/19	09/17/19	1.50
Giller, David	NY	Lit	ASSOCIATE	09/05/19	09/19/19	2.80
Toto, Caitlin J.	NY	Bkcy	ASSOCIATE	09/03/19	09/30/19	5.10
Lii, Teresa	NY	Bkcy	ASSOCIATE	09/06/19	09/17/19	0.90
Pavamani, Madhuri	NY	Lit	STAFF ATTY	09/03/19	09/05/19	2.80
Murray, Francine N.	NY	Lit	STAFF ATTY	09/04/19	09/16/19	1.50
NON-LEGAL SUPPORT				09/03/19	09/30/19	15.60

Total:

58.30

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Toto, Caitlin J.	Bkcy	ASSOCIATE	09/03/19	Review docket for relevant filings.	0.20	701
Monziona, Joseph	Bkcy	PARALEGAL	09/03/19	Preparation of pdf files containing court papers and distribution of pdf files requested by Ms. Lii and Ms. Toto.	0.30	701
Cornish, Kelley A	Bkcy	PARTNER	09/04/19	Correspond with P. Basta re case updates.	0.60	701
Monziona, Joseph	Bkcy	PARALEGAL	09/04/19	Creation of pdf files containing court papers and distribution of pdf files to Ms. Lii and Ms. Toto.	0.30	701
Cornish, Kelley A	Bkcy	PARTNER	09/05/19	Correspond with P. Basta regarding next steps (.30); telephone conference with P. Basta and W. Transier re same (.50)	0.80	701
Basta, Paul M.	Bkcy	PARTNER	09/05/19	Telephone conference with K. Cornish and W. Transier re next steps.	0.50	701
Toto, Caitlin J.	Bkcy	ASSOCIATE	09/05/19	Review docket for relevant filings.	0.20	701
Monziona, Joseph	Bkcy	PARALEGAL	09/05/19	Creation and distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto.	0.30	701
			09/06/19	Creation and distribution of pdf files containing significant court papers requested by Ms. Lii and Ms. Toto.	0.30	701
			09/09/19	Creation and distribution of pdf files containing selected court papers requested by Ms. Lii and Ms. Toto (0.2); and email exchanges with Ms. Lii and Ms. Toto regarding hearing on 09/12/19 (0.3).	0.50	701

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Monziona, Joseph	Bkcy	PARALEGAL	09/10/19	Making arrangements for telephonic court hearing on 09/12/19 (0.9); and creation / distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto (0.3).	1.20	701
			09/11/19	Preparation and distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto.	0.30	701
			09/12/19	Preparation and distribution of memo to Ms. Toto regarding telephonic hearing requirements (0.1); and preparation and distribution of pdf files containing significant court papers requested by Ms. Lii and Ms. Toto (0.3).	0.40	701
			09/13/19	Preparation and distribution of pdf files containing court papers (.3); preparation of order allowing the admission of electronic devices inside courthouse (.5).	0.80	701
Toto, Caitlin J.	Bkcy	ASSOCIATE	09/15/19	Review docket for relevant filings and prepare email to R. Britton re same.	0.30	701
Monziona, Joseph	Bkcy	PARALEGAL	09/16/19	Preparation of order allowing the admission of electronic devices inside courthouse for 09/18/19 hearing (0.8); email exchanges with Ms. Lii and Ms. Toto regarding attendees at hearing (0.3); and preparation / distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto (0.4).	1.50	701
			09/17/19	Making arrangements for the adjournment of hearing scheduled for 09/18/19 (1.2); creation / distribution of pdf files containing significant court papers requested by Ms. Lii and Ms. Toto (.3).	1.50	701
			09/18/19	Making arrangements for telephonic court hearing on 09/18/19 (0.9); and preparation / distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto. (0.3).	1.20	701
			09/19/19	Preparation and distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto.	0.30	701

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Monzione, Joseph	Bkcy	PARALEGAL	09/23/19	Preparation / distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto (0.3); making arrangements for telephonic court hearing on 09/27/19 (0.3); preparation / distribution of order allowing the admission of electronic devices inside courthouse for hearing on 09/27/19 (1.2); and making final arrangements for court hearing with CourtCall due to cancellation of hearing by Judge Drain with CourtSolutions (0.7).	2.50	701
			09/24/19	Filing eleventh monthly fee statement with USBC/SDNY	1.20	701
Toto, Caitlin J.	Bkcy	ASSOCIATE	09/25/19	Review docket for relevant filings.	0.20	701
Monzione, Joseph	Bkcy	PARALEGAL	09/25/19	Distribution of electronic device order to Mr. Tattnall and Ms. Filler (0.1); and finalizing arrangements for telephonic court hearing on 09/27/19 (0.3).	0.40	701
			09/25/19	Creation and distribution of pdf files containing significant court papers requested by Ms. Lii and Ms. Toto.	0.30	701
			09/26/19	Processing cancellation request for hearing on 09/27/19 (0.1); and preparation / distribution of pdf files containing court papers requested by Ms. Lii and Ms. Toto (0.3).	0.40	701
			09/30/19	Making final preparations for hearing scheduled on 10/03/19 (0.4); and preparation / distribution of order allowing electronic devices inside the courthouse (1.1).	1.50	701
			09/30/19	Preparation and distribution of pdf files containing significant court papers requested by Ms.Lii and Ms. Toto.	0.40	701
Total					18.40	

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Pavamani, Madhuri	Lit	STAFF ATTY	09/03/19	Correspond with PW team status of previous BOD productions.	0.30	703
Murray, Francine N.	Lit	STAFF ATTY	09/04/19	Run searches and review documents to locate board materials for Akin per J. Silberstein-Loeb's request (.8); email correspondence with J. Silberstein-Loeb re: same (.4).	1.20	703
Pavamani, Madhuri	Lit	STAFF ATTY	09/04/19	Correspond with PW team re status of previous BOD productions	0.90	703
Murray, Francine N.	Lit	STAFF ATTY	09/05/19	Run searches and review documents to locate board materials for Akin per J. Silberstein-Loeb's request (.1).	0.10	703
Pavamani, Madhuri	Lit	STAFF ATTY	09/05/19	Correspond with PW team status of previous BOD productions (.4); review details of same (1.2).	1.60	703
Murray, Francine N.	Lit	STAFF ATTY	09/16/19	Email correspondence with M. Pavamani and A. Wilbur re: technical issues with document production.	0.20	703
Total					4.30	

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Toto, Caitlin J.	Bkcy	ASSOCIATE	09/06/19	Correspond with R. Britton regarding fee issue (.2); correspond with billing department regarding monthly fee statement (.1).	0.30	705
			09/09/19	Correspond with billing department regarding fee statement (.2); review time entries for privilege (.9).	1.10	705
			09/16/19	Review time entries for privilege.	0.30	705
Lii, Teresa	Bkcy	ASSOCIATE	09/16/19	Review fee application (.2); correspond with C. Toto re same (.1).	0.30	705
Toto, Caitlin J.	Bkcy	ASSOCIATE	09/18/19	Coordinate with billing team re: August bill	0.30	705
			09/24/19	Review excel sheet for fee examiner (.5); prepare PW fee statement for filing (.4).	0.90	705
Total					3.20	

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

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Worked thru: 09/30/19

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

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(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Toto, Caitlin J.	Bkcy	ASSOCIATE	09/30/19	Prepare A&M fee statement and review same.	0.30	706
Total					0.30	

Client: 022429 Sears Holdings Corporation

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Resp Prtnrs: PMB SMB LRC

Proforma: 7438314

(00309)

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U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Cornish, Kelley A	Bkcy	PARTNER	09/03/19	Correspond with PW team re case status and next steps	0.30	709
Clayton, Lewis R	Lit	PARTNER	09/04/19	Prepare for call with PW working group re plan issues (.1); attend same (.5).	0.60	709
Basta, Paul M.	Bkcy	PARTNER	09/04/19	Review and analyze documents re case updates(.5); telephone conference with PW team re same (.5).	1.00	709
Hurwitz, Jonathan	Lit	COUNSEL	09/04/19	Telephone conference with PW team re latest plan developments and strategy.	0.50	709
Toto, Caitlin J.	Bkcy	ASSOCIATE	09/04/19	Call with PW working group re plan issues (.5); follow up research re same (.5)	1.00	709
Silberstein-Loeb, Jon	Lit	ASSOCIATE	09/04/19	Telephone conference with PW team re latest plan strategy (.5); follow up re same(.1)	0.60	709
			09/04/19	Responding to request from Akin re board minutes	0.30	709
Britton, Robert	Bkcy	PARTNER	09/05/19	Correspond with PW team re plan confirmation issues	0.40	709
Lii, Teresa	Bkcy	ASSOCIATE	09/06/19	Correspond with C. Toto re confirmation issues (.2); correspond with PW working group re same (.2).	0.40	709
Britton, Robert	Bkcy	PARTNER	09/12/19	Correspondence with PW team re D&O issues	0.10	709
Lii, Teresa	Bkcy	ASSOCIATE	09/17/19	Review plan confirmation hearing scheduling issues.	0.20	709
Britton, Robert	Bkcy	PARTNER	09/23/19	Correspondence with PW team re: confirmation issues.	0.30	709
			09/24/19	Correspondence with PW team re D&O insurance issues (.2); analyze same (.1)	0.30	709

Total

6.00

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Employee Name	Dept	Position	Work Date	Description	Hours	Code
Hurwitz, Jonathan	Lit	COUNSEL	09/05/19	Emails with J. Silberstein-Loeb and D. Giller re response to Akin question about privilege; correspond with D. Giller re experts	0.30	710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	09/05/19	Responding to requests from Akin relating to discovery	0.20	710
Giller, David	Lit	ASSOCIATE	09/05/19	Responded to request for information from Akin and discussion with Evercore re same	0.40	710
			09/06/19	Emails with Akin re information requests (.1); email with A&M re same (.1); correspond with PW team re same (.1)	0.30	710
Britton, Robert	Bkcy	PARTNER	09/08/19	Review/analyze and revise B. Transier declaration.	0.60	710
Cornish, Kelley A	Bkcy	PARTNER	09/08/19	E-mails with Paul, Weiss Team regarding W. Transier declaration and deposition preparation	0.30	710
Clayton, Lewis R	Lit	PARTNER	09/09/19	Correspond with PW team re regarding confirmation hearing.	0.60	710
			09/10/19	Review draft W. Transier declaration and related emails (0.4); meeting with W. Transier, Weil, and PW team regarding confirmation hearing and related emails (1.8) (partial).	2.20	710
Cornish, Kelley A	Bkcy	PARTNER	09/10/19	Conference with Weil, Gotshal/Paul, Weiss Teams and W. Transier regarding plan confirmation declaration and testimony (2.30); review draft W. Transier declaration (.40)	2.70	710
Basta, Paul M.	Bkcy	PARTNER	09/10/19	Conference with Weil, PW team, and W. Transier regarding plan confirmation (2.3); review W. Transier declaration (.2)	2.50	710
Giller, David	Lit	ASSOCIATE	09/10/19	Email team re potential response to request from Akin (.2); discussion with A&M re request from Akin (.4);	0.60	710
Cornish, Kelley A	Bkcy	PARTNER	09/11/19	Review and revise draft W. Transier confirmation declaration, including insert regarding complaint	1.20	710
Clayton, Lewis R	Lit	PARTNER	09/11/19	Telephone conference with J. Hurwitz regarding confirmation testimony (0.2); review draft declaration and related emails (0.3).	0.50	710
Hurwitz, Jonathan	Lit	COUNSEL	09/11/19	Telephone conference with L. Clayton re latest developments (.2); correspond with D. Giller re Transier declaration and Sears Canada case (.3); attention to emails re Sears Canada (.3); telephone conference with Canadian counsel, Weil, Akin re Canada (.5); review and revise insert for W. Transier declaration on confirmation (.4).	1.80	710

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Employee Name	Dept	Position	Work Date	Description	Hours		Code
Giller, David	Lit	ASSOCIATE	09/11/19	Drafted insert into Transier declaration re litigation	0.90		710
Clayton, Lewis R	Lit	PARTNER	09/12/19	Emails regarding confirmation hearing submissions.	0.20		710
Cornish, Kelley A	Bkcy	PARTNER	09/12/19	Further review and revision of draft Transier Declaration for confirmation and e-mails with P. Genender (Weil) regarding same	0.80		710
Hurwitz, Jonathan	Lit	COUNSEL	09/12/19	Attend call with Akin and Canadian counsel re Sears Canada case (.9); emails with PW team re latest developments (.2).	1.10		710
			09/13/19	Attention to SCI cases and review and revise draft statement re same	0.50		710
Clayton, Lewis R	Lit	PARTNER	09/14/19	Correspond with PW team regarding confirmation hearing and W. Transier testimony.	0.50		710
Hurwitz, Jonathan	Lit	COUNSEL	09/16/19	Telephone conference with Canadian counsel re Sears Canada	0.20		710
			09/17/19	Emails with PW team re Sears Canada case and production of documents to Akin.	0.30		710
Silberstein-Loeb, Jon	Lit	ASSOCIATE	09/17/19	Responding to discovery-related requests from Akin	0.40		710
Hurwitz, Jonathan	Lit	COUNSEL	09/18/19	Emails with D. Giller and PW team re Akin requests and Sears Canada case (.2); correspond with PW team re golden creditor research (.2); attention to draft common interest agreement and emails with Canadian counsel re same (.1).	0.50		710
			09/19/19	Review research re golden creditor	0.50		710
Giller, David	Lit	ASSOCIATE	09/19/19	Confer with J. Hurwitz re legal research (.1); searched internal database for research re golden creditor (.2); correspond with PW team re providing documents to UCC (.2); telephone conference with Evercore re same (.1)	0.60		710
Hurwitz, Jonathan	Lit	COUNSEL	09/24/19	Read emails re latest case developments.	0.20		710
Total					20.90		

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Employee Name	Dept	Position	Work Date	Description	Hours	Code
Britton, Robert	Bkcy	PARTNER	09/04/19	Attend board call.	1.30	716
Basta, Paul M.	Bkcy	PARTNER	09/05/19	Telephone conference with restructuring committee re case updates.	1.00	716
Britton, Robert	Bkcy	PARTNER	09/11/19	Attend call with restructuring committee.	1.00	716
Basta, Paul M.	Bkcy	PARTNER	09/11/19	Attend weekly restructuring committee call.	1.00	716
Cornish, Kelley A	Bkcy	PARTNER	09/11/19	Attend RC Call (partial)	0.50	716
Britton, Robert	Bkcy	PARTNER	09/25/19	Attend board call.	0.40	716
Total					5.20	
Matter Total					58.30	

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